

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

USDC SDNY
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 SHAREHOLDER REPRESENTATIVE :  
 SERVICES LLC, :  
 :  
 Plaintiff, : 23-CV-5831 (VEC)  
 -against- :  
 :  
 ORDER  
 :  
 ORCHARD TECHNOLOGIES, INC., :  
 :  
 :  
 Defendant. :  
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VALERIE CAPRONI, United States District Judge:

WHEREAS on July 7, 2023, Shareholder Representative Services LLC (“Plaintiff”) filed a Complaint against Orchard Technologies, Inc. (“Defendant”); Compl., Dkt. 1;

WHEREAS Plaintiff alleges that the Court’s subject-matter jurisdiction in this matter is premised on diversity, *id.* ¶¶ 1–3;

WHEREAS diversity jurisdiction “requires ‘complete diversity,’ *i.e.* all plaintiffs must be citizens of states diverse from those of all defendants,” *Penn. Pub. Sch. Emps.’ Retirement Sys. v. Morgan Stanley & Co., Inc.*, 772 F.3d 111, 117–18 (2d Cir. 2014) (citation omitted);

WHEREAS the citizenship of a corporation for diversity purposes is determined by the corporation’s place of incorporation and principal place of business, *see In re Balfour MacLaine Int’l Ltd.*, 85 F.3d 68, 76 (2d Cir. 1996);

WHEREAS a limited liability company has the citizenship of its members, *see Jean-Louis v. Carrington Mortg. Servs., LLC*, 849 F. App’x 296, 298 (2d Cir. 2021);

WHEREAS a complaint premised upon diversity of citizenship must allege the citizenship of natural persons who are members of an LLC and the place of incorporation and

principal place of business of any corporate entities that are members of the LLC (including the citizenship of any members of the LLC that are themselves LLCs), *see Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51–52 (2d Cir. 2000); *see also, e.g., In re Bank of Am. Corp. Sec., Derivatives, and ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010);

WHEREAS because the complaint did not allege the citizenships of Plaintiff's members, the Court ordered Plaintiff to amend its complaint adequately to allege diversity, Order, Dkt. 6;

WHEREAS the Amended Complaint states that Plaintiff is an LLC whose sole member is an LLC owned wholly by “SRS Acquicom Inc., a Delaware corporation,” Am. Compl., Dkt. 7 ¶ 1; and

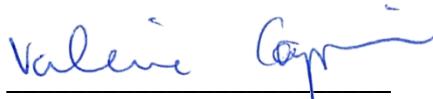
WHEREAS the Amended Complaint further states that Defendant “is a Delaware corporation,” *id.* ¶ 2.

IT IS HEREBY ORDERED that because both parties are citizens of Delaware, Plaintiff has failed to allege that the parties are diverse. Accordingly, the Court lacks subject matter jurisdiction over this matter; the case is DISMISSED without prejudice. *See Bank v. U.S. Dep't of Health & Human Servs.*, 708 F. App'x 43, 44–45 (2d Cir. 2018) (summary order).

IT IS FURTHER ORDERED that the Clerk of Court is respectfully directed to CLOSE the case.

**SO ORDERED.**

Date: July 12, 2023  
New York, New York

  
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**VALERIE CAPRONI**  
United States District Judge